

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

US BANK/FCC OCT 28 2008
FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 2

WC 08-218

(1) LOCKBOX #
979091

DOCKET FILE COPY ORIGINAL

SPECIAL USE ONLY

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card)

Law Offices of Thomas K. Crowe, P.C.

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

\$965.00

(4) STREET ADDRESS LINE NO. 1

1250 24th Street, NW, Suite 300

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20037

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-263-3640

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN)

0003716172

(12) FCC USE ONLY

IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME

VoIP TEL, L.P.

(14) STREET ADDRESS LINE NO. 1

8423 Research Boulevard

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Austin

(17) STATE

TX

(18) ZIP CODE

78751

(19) DAYTIME TELEPHONE NUMBER (include area code)

512-275-0764

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0015281686

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

CUT

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

\$965.00

(27A) TOTAL FEE

\$965.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT

I, Cheng-gi Liu, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE

DATE

10/27/08

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____

ACCOUNT NUMBER _____

EXPIRATION DATE _____

I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.

SIGNATURE _____

DATE _____

CERTIFICATION

On behalf of VoIP TEL, L.P. and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, I hereby certify that neither VoIP TEL, L.P., its officers and directors, nor any party with a five percent or greater interest in VoIP TEL, L.P., is subject to a denial of the Federal benefits requested herein pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853. I also certify under the laws of the United States of America that, under penalty of perjury, I have reviewed the attached Domestic Application for Consent to Transfer Control ("Application") of a Domestic Carrier, and that, to the best of my knowledge and belief, all of the information contained in the Application is accurate and correct. Executed on October the 20th, 2008.

Mubarak Maknojia

Mubarak Maknojia

President

VoIP TEL, L.P.

0810309091189001 ✓

LAW OFFICES OF THOMAS K. CROWE, P.C.

1250 24th STREET, N.W.
SUITE 300
WASHINGTON, D.C. 20037

TELEPHONE (202) 263-3640
FAX (202) 263-3641
E-MAIL firm@tkcrowe.com

October 27, 2008

BY U.S. EXPRESS MAIL

Federal Communications Commission
Wireline Competition Bureau
P.O. Box 979091
St. Louis, MO 63197-9000

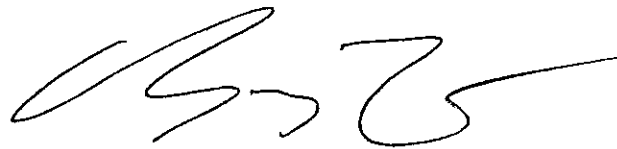
Re: Domestic Application for Consent to Transfer Control of a Domestic Carrier

Dear Sir or Madam:

Pursuant to Section 214 of the Communications Act of 1934, as amended and Section 63.04 of the Commission's Rules, please find enclosed an original and four (4) copies of VoIP TEL, L.P.'s Domestic Application for Consent to Transfer Control of a Domestic Carrier. Also enclosed is a completed FCC Form 159 and check payable to "FCC" in the amount of \$965.00.

Please acknowledge receipt of this filing by file-stamping and returning the extra copy of this submission in the envelope provided for this purpose. Please direct any questions regarding this submission to the undersigned.

Sincerely,



Cheng-yi Liu,
Counsel for VoIP TEL, L.P.

Enclosures

ATTACHMENT 1

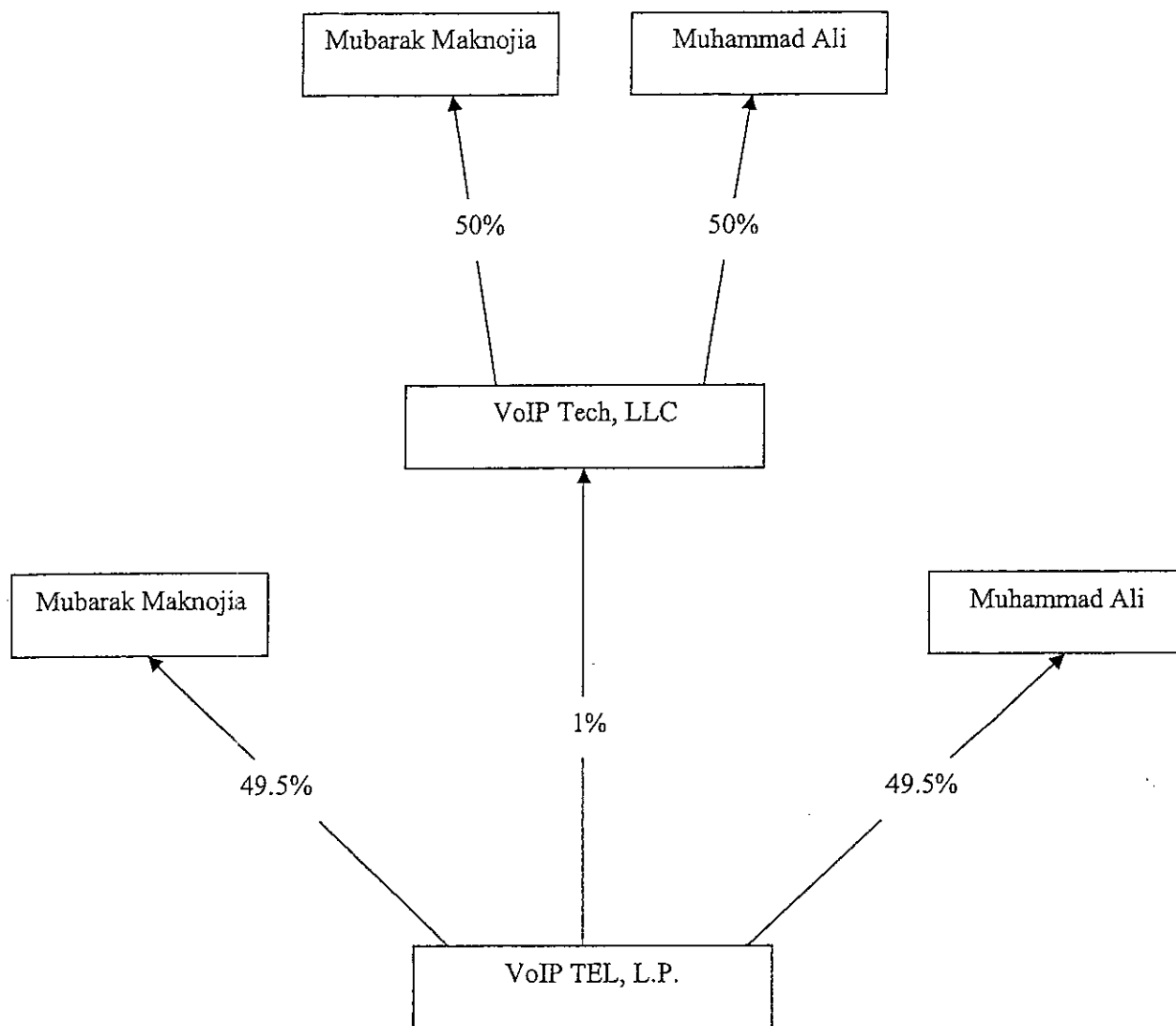
Certification

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

(1) LOCKBOX # 979091		<div style="border: 1px solid black; padding: 2px;">SPECIAL USE ONLY</div> <div style="border: 1px solid black; padding: 2px;">FCC USE ONLY</div>	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Law Offices of Thomas K. Crowe, P.C.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 1250 24th Street, NW, Suite 300			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20037
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-263-3640		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003716172		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME VoIP TEL, L.P.			
(14) STREET ADDRESS LINE NO. 1 8423 Research Boulevard			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Austin		(17) STATE TX	(18) ZIP CODE 78751
(19) DAYTIME TELEPHONE NUMBER (include area code) 512-275-0764		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0015281686.		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Cheng-yi Liu</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>[Signature]</u>		DATE <u>10/27/08</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____			

Diagram 2

POST-TRANSACTION OWNERSHIP OF VoIP TEL, L.P.



Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
AMIN HEMANI and ISMAIL ALI)
)
Transferors,)
)
MUBARAK MAKNOJIA and)
MUHAMMAD ALI)
)
Transferees,)
)
Application Pursuant to Section 214)
of the Communications Act of 1934,)
as amended, and Section 63.04 of the)
Commission's Rules for Consent to the)
Transfer of Control of VoIP TEL, L.P.)

WC Docket No. _____

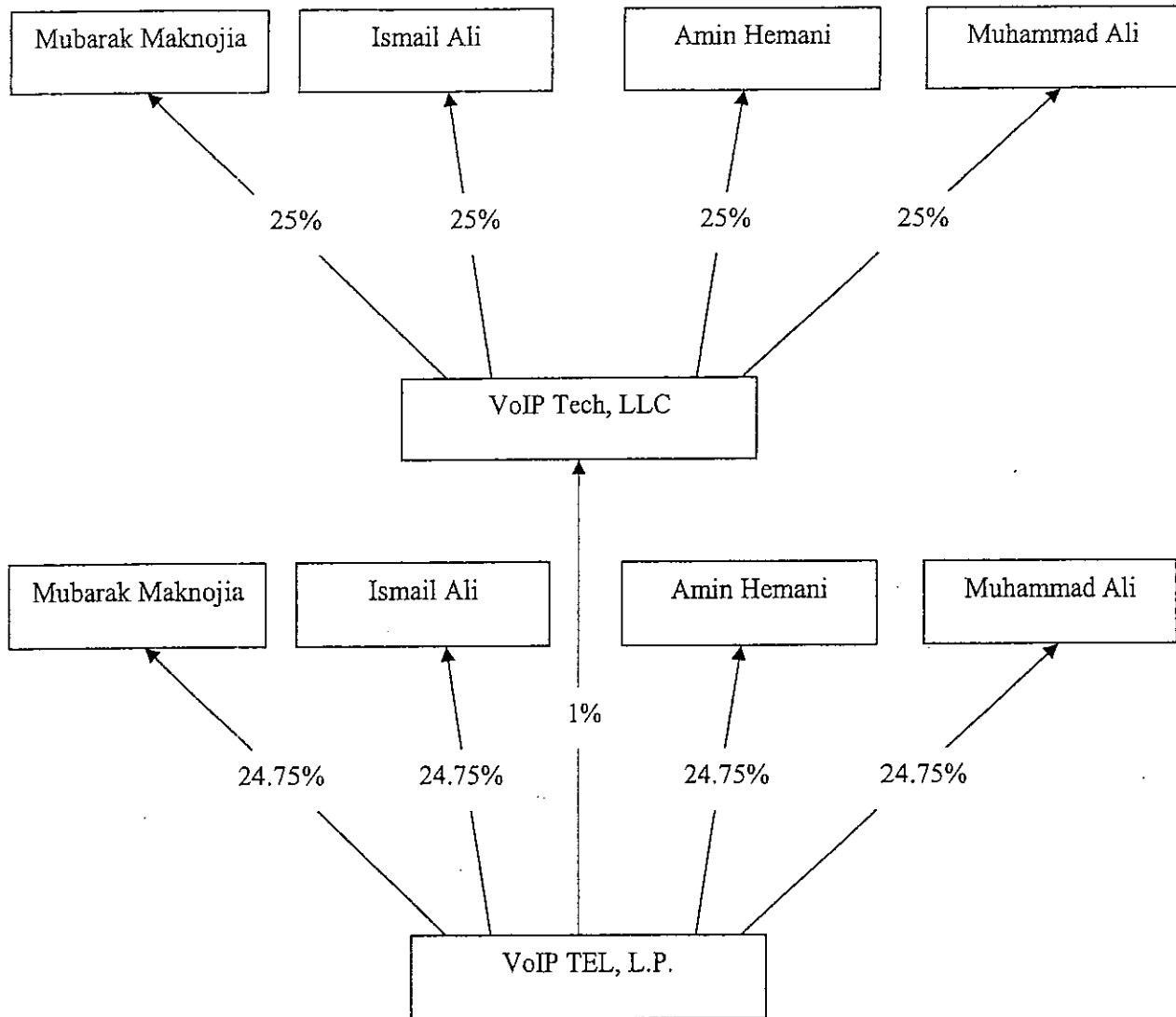
**DOMESTIC APPLICATION FOR CONSENT TO
TRANSFER CONTROL OF A DOMESTIC CARRIER**

VoIP TEL, L.P. ("Applicant") seeks Federal Communications Commission ("Commission") approval to transfer control of a domestic carrier, pursuant to 47 C.F.R. § 63.04(a). The transfer of control is a result of transfers of ownership interests from Amin Hemani and Ismail Ali (individually a "Transferor" and collectively "Transferors") to Applicant's other existing owners Mubarak Maknojia and Muhammad Ali (individually a "Transferee" and collectively "Transferees").

As required by Section 63.04(a) of the Commission's Rules, Applicant submits the following information:

Diagram 1

PRE-TRANSACTION OWNERSHIP OF VoIP TEL, L.P.



(1) **Applicant Name, Address and Telephone Number**

Applicant:

VoIP TEL, L.P.
8423 Research Blvd.
Austin, TX 78758
Phone: 512-275-0764

Transferors:

Ismail Ali
7107 Valburn Dr
Austin, TX 78731
Phone: 512-458-6627

Amin Hemani
2424 Madeline Loop
Cedar Park, TX 78613
Phone: 512-257-7446

Transferees:

Muhammad Ali
8585 Spicewood Spring Rd # 520
Austin, TX 78759
Phone: 512-275-0764

Mubarak Maknojia
5956 Cape Coral Dr
Austin, TX 78723
Phone: 512-275-0764

(2) **Incorporation**

Applicant is a Texas Limited Partnership. Transferors and Transferees are individuals.

(3) **Officer or Contact Point**

Correspondence concerning this application should be addressed to Applicant's
Washington, D.C. legal counsel at the following address:

Cheng-yi Liu
Counsel for VoIP TEL, L.P.
Law Offices of Thomas K. Crowe, P.C.
1250 24th St., NW, Suite 300, Washington, D.C. 20037
Phone: (202) 263-3640
Fax: (202) 263-3641
Email: firm@tkcrowe.com

Applicant's service further serves the public interest, convenience and necessity by providing options to lower income consumers of telecommunications services, which increases competition and reduces prices in domestic markets. The transaction will not serve to reduce or eliminate competition in domestic markets.

Respectfully submitted,



Thomas K. Crowe
Cheng-yi Liu
LAW OFFICES OF THOMAS K.
CROWE, P.C.
1250 24th St., NW, Suite 300
Washington, D.C. 20037
Phone: (202) 263-3640

COUNSEL FOR VOIP TEL, L.P.

October 27, 2008

(4) Ownership

The following persons owned, directly or indirectly, at least ten (10) percent of the equity in Applicant. (The address for each person is provided in Section 1, above.)

<u>Name</u>	<u>% of Shares</u>	<u>Citizenship</u>	<u>Principal Occupation/Business</u>
Mubarak Maknojia	25%	U.S.A.	Information Technology
Ismail Ali	25%	India	Information Technology
Amin Hernani	25%	Pakistan	Information Technology
Muhammad Ali	25%	Pakistan	Information Technology
No other individual or entity holds a 10% or greater interest in Applicant.			

(5) Anti-Drug Abuse Act Certification

See Attachment 1.

(6) Description of the transaction:

On December 14, 2007, each Transferor entered into a separate Securities Purchase Agreement ("Agreement"), with a corresponding Transferee, to sell all of the Transferor's existing ownership interests in Applicant. Both of the transactions were consummated on December 15, 2007.¹ The instant application requests Commission consent to the transfer of control of Applicant pursuant to 47 C.F.R. § 63.04.

Prior to the transactions, each of the Transferors and Transferees directly owned an equal twenty-four and 75/100 percent (24.75%) limited partnership ownership interest in the Applicant. The remaining one percent (1%) interest in the applicant was held by a Texas limited liability company, VoIP Tech, LLC ("Tech"), which serves as the Managing Partner of Applicant. Each of the Transferors and Transferees also directly held an equal twenty-five

¹ Since this transaction was consummated without prior Commission approval, Applicant also intends to separately file a request for Special Temporary Authority (STA).

by dominant local exchange carriers that are not a party to the transaction and no party to the transaction described above is dominant with respect to any service, streamlined processing is appropriate under 47 C.F.R. § 63.03(b)(2)(i).

(9) Identification of all other Commission applications related to the same transaction:

On October 24, 2008, Applicant filed with the Commission's International Bureau an Application for Consent to Transfer Control regarding Applicant's International Section 214 authority. *See* File No. ITC-T/C-INTR2008-02566.

(10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

None of the parties to the application are requesting special consideration due to imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waiver requests have been filed.

(12) A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

Applicant is a reseller of telecommunication services, providing wholesale services to other carriers and prepaid calling card services to end user customers. The approval of this transaction will serve the public interest, convenience and necessity by allowing the Applicant to continue providing uninterrupted services to its customers at competitive rates.

percent (25%) of the ownership interest in Tech. The ownership structure of Applicant prior to the transactions is illustrated in Diagram 1.

Pursuant to each Agreement, each Transferor sold all 24.75% direct limited partnership ownership interest in the Applicant, as well as all 25% direct ownership interest in Tech, to a corresponding Transferee. Ismail Ail's total interests were sold to Mubarak Maknojia, and Amin Hemani's total interests were sold to Muhammad Ali. Thus, after the transactions, each Transferee held forty-nine and 50/100 percent (49.5%) direct limited partnership interest in the Applicant, as well as a fifty percent (50%) direct interest in Tech.² Effectively, each Transferee now holds a total of fifty percent (50%) direct and indirect ownership interest in Applicant. The ownership structure of the Applicant after the transactions is illustrated in Diagram 2 (*see attached*).

(7) A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Neither the Transferors nor Transferees provide domestic telecommunications service. Applicant provides wholesale telecommunications services and prepaid calling card services nationwide, but primarily in the state of Texas.

(8) A statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

Since the Transferees are not telecommunications providers, streamlined processing is appropriate under 47 C.F.R. § 63.03(b)(1)(ii). Further, since Applicant has a share of less than 10 percent of the interstate, interexchange market, provides services exclusively in areas served

² Tech continues to serve as Managing Partner, and continues to hold a one percent (1%) direct interest in the Applicant. Thus, each Transferee also holds a 0.5% indirect interest in Applicant through Tech.